

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name 54 Nipomo Partners, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 82-1021084

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

337 17th St, Ste 200
Oakland, CA 94612

Number, Street, City, State & ZIP Code

Alameda
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

170 South Frontage Rd Nipomo, CA 93444
Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☒ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **54 Nipomo Partners, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **2/01/2018**
MM / DD / YYYY

X /s/ Robert Marinai
Signature of authorized representative of debtor

Title **General Manager**

Robert Marinai
Printed name

18. Signature of attorney

X /s/ Eric A. Nyberg
Signature of attorney for debtor

Date **2/01/2018**
MM / DD / YYYY

Eric A. Nyberg 131105
Printed name

Kornfield, Nyberg, Bendes, Kuhner & Little P.C.
Firm name

**1970 Broadway, Ste 225
Oakland, CA 94612**
Number, Street, City, State & ZIP Code

Contact phone **510-763-1000** Email address

131105 CA
Bar number and State

Fill in this information to identify the case:Debtor name **54 Nipomo Partners, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders** 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Montclair Environmental Management, Inc. 337 17th Street, Ste 200 Oakland, CA 94612						\$62,500.00

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA**

In re
54 Nipomo Partners, LLC

Case No.

Debtor(s). _____ /

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of 1 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

DATED: **2/01/2018**

/s/ Eric A. Nyberg

Signature of Debtor's Attorney or Pro Per Debtor

Montclair Environmental Management, Inc.
337 17th Street, Ste 200
Oakland, CA 94612

Robert Marinai
337 17th St, Ste 200
Oakland, CA 94612

Union Home Loan, Inc.
23586 Calabas Rd, #201
Calabasas, CA 91302

Warren Family Investment Ptnshp, et al
c/o California TD Specialists
8190 East Kaiser Blvd
Anaheim, CA 92808

**United States Bankruptcy Court
Northern District of California**

In re **54 Nipomo Partners, LLC**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **54 Nipomo Partners, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

2/01/2018

Date

/s/ Eric A. Nyberg

Eric A. Nyberg 131105

Signature of Attorney or Litigant

Counsel for **54 Nipomo Partners, LLC**

Kornfield, Nyberg, Bendes, Kuhner & Little P.C.

1970 Broadway, Ste 225

Oakland, CA 94612

510-763-1000 Fax:510-273-8669

**United States Bankruptcy Court
Northern District of California**

In re **54 Nipomo Partners, LLC**

Debtor(s)

Case No.

Chapter **11**

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Robert Marinai**, declare under penalty of perjury that I am the **General Manager** of **54 Nipomo Partners, LLC**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the **31st** day of January, 20**18**.

"Whereas, it is in the best interest of this Limited Liability Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Robert Marinai, General Manager** of this Limited Liability Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter **11** voluntary bankruptcy case on behalf of the Limited Liability Corporation; and

Be It Further Resolved, that **Robert Marinai, General Manager** of this Limited Liability Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the Limited Liability Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Limited Liability Corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Robert Marinai, General Manager** of this Limited Liability Corporation is authorized and directed to employ **Eric A. Nyberg 131105**, attorney and the law firm of **Kornfield, Nyberg, Bendes, Kuhner & Little P.C.** to represent the Limited Liability Corporation in such bankruptcy case."

Date **2/1/18**

Signed **/s/ Robert Marinai**

Robert Marinai

Resolution of Board of Directors
of
54 Nipomo Partners, LLC

Whereas, it is in the best interest of this Limited Liability Corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Robert Marinai, General Manager** of this Limited Liability Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the Limited Liability Corporation; and

Be It Further Resolved, that **Robert Marinai, General Manager** of this Limited Liability Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the Limited Liability Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in Limited Liability Corporation with such bankruptcy case, and

Be It Further Resolved, that **Robert Marinai, General Manager** of this Limited Liability Corporation is authorized and directed to employ **Eric A. Nyberg 131105**, attorney and the law firm of **Kornfield, Nyberg, Bendes, Kuhner & Little P.C.** to represent the Limited Liability Corporation in such bankruptcy case.

Date 2/1/18

Signed /s/ Robert Marinai

Date _____

Signed _____